

**SCHNEIDER NATIONAL, INC.  
CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**CHARTER**

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**QUALIFICATIONS, MEETINGS, OPERATIONS & PROCEDURES:**

The membership of the Corporate Governance Committee (the “Committee”) of the Board of Directors of the Corporation will be determined in accordance with the requirements of and procedures set forth in the Amended and Restated By-Laws (“By-Laws”) and the Corporate Governance Guidelines.

The Board of Directors will appoint the members of the Committee meeting these requirements and designate the Committee’s Chair in accordance with the By-Laws. The Board of Directors may remove any Committee member.

The Committee shall hold, and to the extent possible each Committee member shall attend, regularly scheduled quarterly meetings and such other special meetings as are necessary to attend to the Committee’s duties and responsibilities. The schedules of meetings will normally be established well in advance of such meetings.

To the extent possible and appropriate, management and Committee advisors should provide Committee members with an agenda and written briefing materials in advance of Committee meetings, which Committee members should review in preparation therefor. Minutes and other records of meetings and activities of the Committee shall be maintained.

**INDEPENDENT COUNSEL AND ADVISERS:**

The Committee will have the sole authority, in its sole discretion, to engage, retain, approve reasonable fees and other retention terms of, and terminate independent counsel and advisers, including any search firm to assist the Committee in identifying director candidates, as it determines necessary to carry out its duties and responsibilities.

**PURPOSE AND RESPONSIBILITIES:**

The purpose and responsibilities of the Committee are as follows:

1. Select the individuals that the Committee recommends to become “At Large Directors” (as defined in the By-Laws), in accordance with the Corporation’s By-Laws and criteria approved by the Board of Directors.
2. Identify, review, and nominate individuals for election as directors in accordance with the By-Laws of the Corporation, including individuals proposed under the Schneider Family Board Nomination Process and shareholder nominees for director.

3. Approve the creation of committees of the Board of Directors and nominate directors for appointment to such committees of the Board of Directors in accordance with the By-Laws of the Corporation. The Committee shall also recommend to the Board proposed changes to the size and composition of any committee consistent with the By-Laws.
4. Review the performance and qualifications of directors and periodically evaluate the performance of the Board of Directors of the Corporation and the committees of the Board of Directors and management, including annual evaluations of the performance of the Committee. The Committee shall, at least once a year, report to the Board of Directors on its performance.
5. Review and recommend policies of the Board of Directors. This includes policies included in the By-Laws of the Corporation, the Charters of the committees of the Board, meeting administration matters, and any other policies of the Board of Directors.
6. Establish and periodically review the compensation of the Board of Directors, including expense reimbursement policies, and establish policies regarding ownership by directors of the Corporation's common stock.
7. Review and recommend the issuance of new shares of common stock by the Corporation, the set-aside of common stock for use in compensation or other programs, and the adoption of any structured plan to repurchase shares of the Corporation's common stock on the public market.
8. Review and recommend the payment of dividends the Corporation's common stock shares.
9. Evaluate and recommend appropriate levels and terms for the Corporation's insurance for Directors and Officers.
10. Review and make recommendations with respect to any shareholder proposal. To the extent that a shareholder proposal relates to a matter that is overseen by another committee of the Board of Directors, then the input of such other committee shall be solicited.
11. Develop and recommend to the Board of Directors a set of Corporate Governance Guidelines, and periodically review and make recommendations with respect to such Corporate Governance Guidelines, the Corporation's By-Laws, its Code of Ethics, its Disclosure Controls and Procedures and its Insider Trading Policy.
12. Perform such other duties as are delegated to the Committee under the By-Laws, the charter of this Committee adopted by the Board of Directors, the Corporate Governance Guidelines or by resolution of the Board of Directors.

## **DELEGATION:**

The Committee may delegate authority to act upon specific matters within defined parameters to a subcommittee consisting of one or more members of the Committee, unless prohibited by applicable law, regulation or exchange listing standard. Any such subcommittee shall have a charter and shall report any action to the full Committee at the next meeting.

## **PERFORMANCE EVALUATION AND REVIEW OF CHARTER:**

The Committee will conduct an evaluation of the Committee's performance at least annually. The evaluation will address subjects including the Committee's composition, responsibilities, structure, process and effectiveness.

The Committee will also review the Committee's Charter at least annually. The Committee will, as necessary or appropriate, make recommendations to the Company's management or the Board as a result of its performance evaluation and review of its Charter. The Committee's Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any shareholder of the Company who requests it.

**As adopted by the Board of Directors on April 29, 2019**